



## AMENDMENT

### (Master Loan and Security Agreement)

THIS AMENDMENT (this "Amendment"), dated NOV . 24, 2014, is by and between REAGOR-DYKES MOTORS, L.P., a Texas limited partnership, REAGOR DYKES AUTO COMPANY, L.P., a Texas limited partnership, REAGOR-DYKES IMPORTS, L.P., a Texas limited partnership, and REAGOR-DYKES AMARILLO, L.P., a Texas limited partnership (collectively, "Borrower"), and FORD MOTOR CREDIT COMPANY LLC, a Delaware limited liability company ("Lender") and amends the Master Loan and Security Agreement dated November 21, 2011 (the "Agreement"), between REAGOR-DYKES MOTORS, L.P., a Texas limited partnership and Lender.

Borrower and Lender have agreed to modify the Agreement as set forth herein provided that any guaranties of the Indebtedness and Obligations are reaffirmed and any other conditions precedent required by Lender are satisfied;

NOW THEREFORE, in consideration of the promises and undertakings set forth in this Amendment and other good and valuable consideration, the receipt and sufficiency thereof are hereby acknowledged, the Agreement is hereby amended as follows:

1. Except as otherwise defined herein, all capitalized terms shall have the meanings set forth in the Agreement and the Loan Supplement(s) thereto. The terms and conditions of the Agreement as modified by this Amendment shall apply to all outstanding Loans.

2. The term "Borrower" shall mean collectively, REAGOR-DYKES MOTORS, L.P., a Texas limited partnership, REAGOR DYKES AUTO COMPANY, L.P., a Texas limited partnership, REAGOR-DYKES IMPORTS, L.P., a Texas limited partnership, and REAGOR-DYKES AMARILLO, L.P., a Texas limited partnership.

3. Section 1(f) entitled Other Loans shall be deleted in its entirety and the following shall be substituted therefore:

"(f) The term "Other Loans" shall mean collectively, (1) the Automotive Wholesale Plan Application for Wholesale Financing and Security Agreement dated March 3, 2008 from REAGOR-DYKES MOTORS, L.P. pursuant to which Lender extended a wholesale line of credit to REAGOR-DYKES MOTORS, L.P. to finance new and used motor vehicles, and any and all advances now or hereafter outstanding thereunder, (2) the Automotive Wholesale Plan Application for Wholesale Financing and Security Agreement dated October 3, 2014 from REAGOR DYKES AUTO COMPANY, L.P. pursuant to which Lender extended a wholesale line of credit to REAGOR DYKES AUTO COMPANY, L.P. to finance new and used motor vehicles, and any and all advances now or hereafter outstanding thereunder, (3) the Automotive Wholesale Plan Application for Wholesale Financing and Security Agreement dated October 3, 2014 from REAGOR-DYKES IMPORTS, L.P. pursuant to which Lender extended a wholesale line of credit to REAGOR-DYKES IMPORTS, L.P. to finance new and used motor vehicles, and any and all advances now or hereafter outstanding thereunder, (4) the Automotive Wholesale Plan Application for Wholesale Financing and Security Agreement dated October 3, 2014 from REAGOR-DYKES AMARILLO, L.P. pursuant to which Lender extended a wholesale line of credit to REAGOR-DYKES AMARILLO, L.P. to finance new and used motor vehicles, and any and all advances now or hereafter outstanding thereunder and (5) any and all other loans now

or hereafter outstanding made by Lender to Borrower and/or Guarantor, and any and all extensions, increases, amendments, renewals and modifications of the foregoing."

4. Section 5(f) entitled Ownership and Management of Borrower shall be deleted in its entirety and the following shall be substituted therefore:

"(f) Ownership and Management of Borrower. The Related Parties named below participate in the active management and operation of the respective Borrower and have ownership interest in the respective Borrower, as follows:

REAGOR-DYKES MOTORS, L.P.

<u>Name</u>	<u>Ownership Percentage</u>	<u>Position</u>
Bart Reagor	49.50%	Limited Partner
Rick Dykes	49.50%	Limited Partner
Reagor Auto Mall I, L.L.C.	1.00%	General Partner

REAGOR DYKES AUTO COMPANY, L.P.

<u>Name</u>	<u>Ownership Percentage</u>	<u>Position</u>
Bart Reagor	49.50%	Limited Partner
Rick Dykes	49.50%	Limited Partner
Reagor-Dykes II, L.L.C.	1.00%	General Partner

REAGOR-DYKES IMPORTS, L.P.

<u>Name</u>	<u>Ownership Percentage</u>	<u>Position</u>
Bart Reagor	49.50%	Limited Partner
Rick Dykes	49.50%	Limited Partner
Reagor Auto Mall I, L.L.C.	1.00%	General Partner

REAGOR-DYKES AMARILLO, L.P.

<u>Name</u>	<u>Ownership Percentage</u>	<u>Position</u>
Bart Reagor	49.50%	Limited Partner
Rick Dykes	49.50%	Limited Partner
Reagor Auto Mall I, L.L.C.	1.00%	General Partner

Borrower acknowledges that Lender has confidence in the integrity and ability of the Related Parties named above to operate Borrower and that by entering into this Agreement, Lender is relying on these Related Parties to continue to have an ownership interest in or be involved in the active management and operation of Borrower in the manner set forth above."

**THIS WRITTEN LOAN AGREEMENT REPRESENTS THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.**

IN WITNESS WHEREOF, Borrower and Lender have executed this Amendment as of the date set forth above intending to be legally bound hereby.

**LENDER:**

**FORD MOTOR CREDIT COMPANY LLC,**  
a Delaware limited liability company

By: 

Mary Dorsey  
Business Development Manager

**BORROWER:**

**REAGOR-DYKES MOTORS, L.P.,**  
a Texas limited partnership  
Chief Executive Office: 1207 South Lynn  
Lamesa, TX 79331

By: **REAGOR AUTO MALL I, L.L.C.,**  
a Texas limited liability company  
General Partner

By: 

Bart Reagor, Managing Member

By: 

Rick Dykes, Managing Member

Borrower's Federal Tax ID Number:



**REAGOR DYKES AUTO COMPANY, L.P.,**  
a Texas limited partnership  
Chief Executive Office: 808 Interstate 27  
Plainview, TX 79072

By: **REAGOR-DYKES II, L.L.C.,**  
a Texas limited liability company  
General Partner


By:   
Bart Reagor  
Managing Member

Borrower's Federal Tax ID Number:



**REAGOR-DYKES IMPORTS, L.P.,**  
a Texas limited partnership  
Chief Executive Office: 6540 82nd St.  
Lubbock, TX 79424

By: **REAGOR AUTO MALL I, L.L.C.,**  
a Texas limited liability company  
General Partner

By:   
Bart Reagor, Managing Member

By:   
Rick Dykes, Managing Member

Borrower's Federal Tax ID Number:



**REAGOR-DYKES AMARILLO, L.P.,**  
a Texas limited partnership  
Chief Executive Office: 4710 Canyon Dr.  
Amarillo, TX 79109

**By: REAGOR AUTO MALL I, L.L.C.,**  
a Texas limited liability company  
General Partner

By:   
Bart Reagon, Managing Member

By:   
Rick Dykes, Managing Member

Borrower's Federal Tax ID Number:

